

# Rules of Employee Share Offers

- (a) Upon joining, the Company must assign a sequential number for fee-earning employees (e.g. each new employee is allocated the number after the last). The below table sets out the maximum company ownership proportion that can be offered to fee-earning employees based on their sequential number:

Employee sequential number	Maximum % of company ownership of employee				
	Graduate Consultant	Consultant	Senior Consultant	Principal Consultant	Director
1-5	1	2	3	4	5
6-10	0.5	1	1.5	2	2.5
11-20	0.2	0.4	0.6	0.8	1

- (b) The employee Share Plan applies to fee-earning staff only. The employment contract must set out whether the employee is considered fee-earning or non-fee-earning.
- (c) Employees upon joining must be offered 50% of their allowance. The employee may choose to accept the offer for all shares, a portion of them, or none at all.
- (d) The employees must receive a 15% discount in the Share Price as valued via the 'Net Tangible Assets' method defined by the ATO.
- (e) The employment contract must set out the sequential number of the fee-earning employee when joining the company. The company must maintain a fee-earning employee register in which the sequential number of the employee is updated whenever an employee joins or leaves.
- (f) When an employee leaves the company, the employees who joined later must be moved one position up.
- (g) When an employee is promoted, their allowance must be increased as per the next grade corresponding to their sequential number at the time. They must receive an offer for 50% of their additional allowance (gained by the promotion) at the time of the promotion with the remaining allowance forming a part of their performance-based bonuses.
- (h) When an employee is moved up into a higher bracket due to other employees leaving, they must receive an offer for 50% of their additional allowance (gained by moving to a higher bracket) at the time with the remaining allowance forming a part of their performance-based bonuses.
- (i) At the end of each year of employment, based on performance, 25% of an employee's remaining allowance must be offered, as per the table below:

Performance	Performance description	% of remaining allowance offered
*	Well below expectations	0
**	Below expectations	0
***	To expectations	12.5
****	Above expectations	18.75
*****	Well above expectations	25

- (j) The employee's performance is assessed by their line manager. If an employee believes their performance assessment is unjust, they can appeal to the Board of Directors.
- (k) The company must only make offers for sale of Shares under this plan. Issuing Options for Shares is not permitted under this plan.
- (l) When the company issues new shares under this Employee Share Plan it compensates existing shareholders (except the Founder) in accordance with the Shareholders Agreement.